

**Appendix 3A**  
**Affidavit of William C. Lumpkin**

### AFFIDAVIT OF WILLIAM C. LUMPKIN

STATE OF TEXAS

§

COUNTY OF HARRIS

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BEFORE ME, the undersigned authority, on this day personally appeared William C. Lumpkin, who being by me duly sworn on his oath did state as follows:

1. My name is William C. Lumpkin. I am over the age of 21, of sound mind, and capable of making this affidavit. Based upon my job responsibilities with Exxon Pipeline Company as described below and my examination of the business records of Exxon Pipeline Company, I have personal knowledge of the facts herein stated and they are true and correct.
2. I graduated from Georgia Institute of Technology in 1969 with a Bachelor of Science in Industrial Engineering and immediately thereafter began my employment with Humble Pipe Line Company, which subsequently became Exxon Pipeline Company. During my almost thirty years of employment with Exxon Pipeline, I have held a variety of positions including positions involving pipeline design engineering, project management, project cost analysis, business development, and various management positions in operations and technical services. I am currently a Senior Engineering Advisor at Exxon Pipeline Company ("EPC") and have served in that capacity since 1996. In such capacity, I provide technical analysis and support to operations and project personnel concerning the design, construction, maintenance and operation of EPC's pipelines.

RAD 23798

3. The pipeline easement that is the subject of the captioned lawsuit was originally granted to Humble Pipe Line Company by Mary Francis Spiller on November 8, 1949, and is recorded in Volume 58, Pages 133 to 134 of the Deed Records of Kimble County, Texas. Humble Pipe Line Company changed its name to Exxon Pipeline Company effective January 1, 1973, by means of a Certificate of Amendment of Certificate of Incorporation filed with the Secretary of State of Delaware, a copy of which is attached. EPC held title to the subject easement until October 21, 1997, when EPC sold all of its interest in the subject easement and the pipeline located thereon to Longhorn Partners Pipeline, L.P. (Longhorn). I am personally familiar with EPC's activities in connection with the 450 mile pipeline segment that EPC sold to Longhorn from the date of that sale (October 21, 1997) until September 15, 1998, when the operation of that line was transferred to Longhorn's contract operator, Williams. Prior to October 1997, I was first personally involved with this 450 mile pipe line segment, which was referred to within EPC as the Crane to Baytown crude oil line, starting in 1985 when I became the Division Manager of EPC's Southwest Texas Division which included a section of this line.
4. In 1993, the Crane to Baytown line was identified as a potential candidate for conversion to a refined products pipe line since west Texas production was declining and there was an available alternative to move crude to the Gulf Coast (Rancho Pipe Line). During 1994, EPC explored industry interest in such a conversion or alternately, the purchase of the Crane to Baytown line. As a result of these exploratory discussions in 1994, EPC decided to sell the Crane to Baytown line and to run what is referred to in the industry as a "smart pig", an internal inspection device to aid in evaluating the condition and integrity of a pipeline.. The planning for this smart pig inspection began in late 1994 and was completed by May 1995. During the period from June to October 1995, an EPC contractor evaluated the smart pig results and completed the physical inspection and required repairs of potential areas of concern identified by the smart pig. On or about November 1, 1995, EPC idled the line and began displacing the crude in the line with water which was planned to be used in a hydrotest of the Crane to Baytown line. I was designated as the project manager for the Crane to Baytown hydrotest in late August 1995. I continued in that position until March 1996 when the hydrotest was completed and documented. Both the smart pig inspection and the hydrotest were intended to determine the integrity of this 450 mile pipe line segment and thereby help establish the true value of the line.
5. From late 1994, until the present, EPC's operations and activities involving the Crane to Baytown line were primarily intended to facilitate EPC's efforts to sell this line. As noted above, EPC conducted a smart pig run, line investigation and repairs based on the smart pig results, a hydrotest and finally, the injection of nitrogen to protect the line from corrosion at a combined cost of slightly more than \$6,600,000.00. During this same period, EPC continued normal maintenance operations on this line including, without limitation, aerial surveillance, right-of-way monitoring, one-call response, cathodic protection (corrosion/rust protection), repair and replacement of pipe (as appropriate), inspections and documentation required under State and Federal laws and regulations as well as EPC's policies.

6. As can be seen from the foregoing, at no time did EPC intend to or take any action consistent with the abandonment of its Crane to Baytown line or the right-of-way associated with that line. Rather, EPC spent millions of dollars testing and maintaining the line in preparation for the sale of the line and after the sale to continue maintaining and monitoring the line and right-of-way while it was being converted by Longhorn to a refined petroleum products line.

FURTHER AFFIANT SAYETH NOT:

Dated: December 17, 1998

William C. Lumpkin  
William C. Lumpkin

SUBSCRIBED AND SWORN TO before me on this 17<sup>th</sup> day of December, 1998.

My commission expires:

7-14-01

Sylvia G. Barbosa  
Notary Public in and for the State of Texas



RAD 23800

CERTIFICATE OF AMENDMENT

REC 112 PAGE 287

OF

CERTIFICATE OF INCORPORATION

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Humble Pipe Line Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Humble Pipe Line Company resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that effective January 1, 1973, at 12:01 a.m. the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that as amended said Article shall be and read as follows:

"The name of the Corporation is:  
EXXON PIPELINE COMPANY"

BE IT FURTHER RESOLVED, that a special meeting of the stockholders of this corporation be and it hereby is called to be held at the office of the corporation at 800 Bell Avenue, Houston, Texas, on the 13th day of November, 1972, at 10:00 o'clock in the morning, to take action upon the said resolution and that ten (10) days' written notice of the said meeting be given personally to the stockholders by the Secretary of the Corporation.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 1, 1973.



*The City of*  
*Se*

*18*

RECEIVED FOR RECORD

DEC 18 1972

LEO I. DUGAN, Jr., Recorder

# Certified Copy

CERTIFICATE OF AMENDMENT  
OF  
HUMBLE PIPE LINE COMPANY

FILED

DEC 18 1972 11 A.M.

*Walter H. Eason*  
SECRETARY OF STATE

STATE OF DELAWARE  
NEW CASTLE COUNTY,

SS

Recorded in the Recorder's Office at  
Wilmington, in INCORPORATION Record Y Vol 112  
Page 287 & c. the 18 day of Dec  
A. D. 19 72

Witness my hand and official seal

*Leo I. Dugan Jr.*

RAD 23802

IN WITNESS WHEREOF, said Humble Pipe Line Company has caused  
this certificate to be signed by S. Brown, its Vice President, and attested  
by Frank R. Clark, Jr., its Secretary, this 13th day of November, 1972.

HUMBLE PIPE LINE COMPANY

By

*S. Brown*  
Vice President

ATTEST:

By

*Frank R. Clark, Jr.*  
Secretary

# State of Delaware

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## Office of Secretary of State

J. Walton H. Simpson, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "HUMBLE PIPE LINE COMPANY", as received and filed  
in this office the eighteenth day of December, A.D. 1972, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this eighteenth day  
of December in the year of our Lord  
one thousand nine hundred and seventy-two.

Walton H Simpson

Secretary of State

R H Edmond

Act. Secretary of State

REC'D FOR RECORD 12-18 1972 LEO I DUGAN, Jr. Recorder

RAD 23804